

# EXHIBIT 9

08/19/98  
FRI 16:19 FAX 804 643 7900

FROM: DANIEL J. GALLAGHER

MCARTHY TETRAULT

3-13-98 1:48pm p. 2 of 55

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OGP&R DRAFT  
12/16/97

Memorandum Number: \_\_\_\_\_  
Name of Offeree: \_\_\_\_\_

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**PCS PLUS HOLDINGS CORPORATION**

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Confidential Private Placement Memorandum  
December [ ], 1997

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160721.5

GST-WARTA0013241

05/15/98 (FRI) 13:51 [TX/RX NO 8153]

**CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**

**PCS PLUS HOLDINGS CORPORATION**

[ ] Shares of Class B Common Stock

Offered on a "Minimum \$2.0 million, Maximum \$5.0 million Basis"

All of the [ ] shares (the "Shares") of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), being offered hereby (the "Offering") are being sold by PCS Plus Holdings Corporation, a Delaware corporation (the "Company").

The common stock of the Company has been divided into two classes, consisting of Class B Common Stock and Class A Common Stock, par value \$.01 per share (the "Class A Common Stock" and, together with Class B Common Stock, the "Common Stock"). Following the consummation of the Offering, the holders of Class A Common Stock will own a minimum of 25% of the outstanding equity of the Company on a fully-diluted basis. As a result of their equity ownership and the corporate governance provisions in respect of voting, the holders of Class A Common Stock will have the right to elect a majority of the Company's Board of Directors and will possess voting control of the Company, with the exception of certain extraordinary corporate actions that require the approval of the holders of Class B Common Stock, voting separately as a class. See "Risk Factors - Control by Certain Stockholders" and "Description of Capital Stock."

**THE SECURITIES OFFERED HEREBY INVOLVE  
 A HIGH DEGREE OF RISK.  
 SEE "RISK FACTORS" AT PAGE [ ] HEREOF.**

	Price to Investors	Proceeds to Company(1)
Per Share . . . . .		
Minimum Total . . . . .		
Maximum Total . . . . .		

(1) Before deducting expenses of the Offering, which are payable by the Company, estimated at approximately \$[ ], including legal, accounting and other miscellaneous expenses.

The Shares are being offered by the Company subject to its right to reject any subscription in whole or in part.

The date of this Confidential Private Placement Memorandum is  
 December [ ], 1997.

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THE INFORMATION CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM (THE "MEMORANDUM") IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT THE PRIOR WRITTEN PERMISSION OF THE COMPANY, SUCH PERSONS WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE SHARES.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES PROMPTLY TO RETURN TO THE COMPANY THIS MEMORANDUM AND ANY OTHER DOCUMENTS OR INFORMATION FURNISHED IF THE PROSPECTIVE INVESTOR ELECTS NOT TO PURCHASE ANY OF THE SHARES OFFERED HEREBY.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") OR ANY STATE SECURITIES COMMISSION, NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS MEMORANDUM IS BEING FURNISHED BY THE COMPANY IN CONNECTION WITH THIS OFFERING IN COMPLIANCE WITH REGULATION D PROMULGATED UNDER THE SECURITIES ACT AND OTHER REQUIREMENTS FOR A PRIVATE PLACEMENT SOLELY FOR THE PURPOSE OF ENABLING A PROSPECTIVE INVESTOR TO CONSIDER THE PURCHASE OF THE PARTICULAR SECURITIES DESCRIBED HEREIN. THE INFORMATION CONTAINED IN THIS MEMORANDUM HAS BEEN PROVIDED BY THE COMPANY AND OTHER SOURCES IDENTIFIED HEREIN ON A CONFIDENTIAL BASIS SOLELY TO THE POTENTIAL PURCHASERS OF THE SECURITIES DESCRIBED HEREIN. NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, IS MADE BY THE COMPANY AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION, AND NOTHING CONTAINED IN THIS MEMORANDUM IS, OR SHALL BE RELIED UPON AS, A PROMISE OR REPRESENTATION BY THE COMPANY AS TO THE FUTURE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. EACH PROSPECTIVE INVESTOR MAY, DURING NORMAL BUSINESS HOURS, ASK QUESTIONS OF THE COMPANY WITH RESPECT TO THE TERMS AND CONDITIONS OF THIS OFFERING AND REQUEST ADDITIONAL INFORMATION RELATING TO THIS MEMORANDUM.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SHARES IN ANY JURISDICTION WHERE, OR TO ANY PERSON TO WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE WILL BE NO CHANGE IN THE AFFAIRS OF THE COMPANY AFTER THE DATE HEREOF.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OTHER THAN THAT CONTAINED IN THIS MEMORANDUM, OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFERING MADE HEREBY, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, CONTAINED IN, OR OMISSIONS FROM, ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT.

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THE OBLIGATIONS OF THE PARTIES TO THE TRANSACTIONS CONTEMPLATED HEREIN ARE SET FORTH AND WILL BE GOVERNED BY CERTAIN DOCUMENTS ATTACHED AS APPENDICES HERETO OR DESCRIBED HEREIN AND ALL OF THE STATEMENTS AND INFORMATION CONTAINED IN THIS MEMORANDUM ARE QUALIFIED IN THEIR ENTIRETY BY SUCH DOCUMENTS. CONSEQUENTLY, EACH PROSPECTIVE INVESTOR IS URGED TO READ CAREFULLY ALL DOCUMENTS ATTACHED HERETO OR DESCRIBED HEREIN BECAUSE THEY FORM AN INTEGRAL PART OF THIS MEMORANDUM AND ARE HEREBY INCORPORATED HEREIN BY REFERENCE FOR ALL PURPOSES.

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FROM: DANIEL J. GALLAGHER

MCARTHY TETRAULT

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Appendices

Appendix I	Form of Subscription Agreement
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**ADDITIONAL INFORMATION**

The Company will make available to any prospective investor the opportunity to ask questions of and to receive answers from the Company concerning the terms and conditions of the Shares offered hereby, the Company or any other relevant matters, and to obtain any additional information to the extent the Company possesses such information or can acquire it without unreasonable effort or expense. Prospective investors are urged to request any additional information they may consider necessary in making an informed investment decision.

All requests and inquiries regarding this Memorandum should be directed to:

PCS Plus Holdings Corporation  
4001 Main Street  
Vancouver, Washington 98663  
Attention: Mr. Matthew Wetzel  
Telephone: (360) 694-9438  
Telecopier: (360) 694-0879

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SUMMARY OF MEMORANDUM

Unless the context otherwise requires, references to the "Company" herein refer to PCS Plus Holdings Corporation and its subsidiaries. For a discussion of certain factors that should be carefully considered by prospective purchasers of the Shares offered hereby, see "Risk Factors" beginning on page [ ].

The Company

The Company intends to develop and operate digital networks through which it will provide wireless communications services. The principal components of the Company's business strategy are to (i) leverage its existing relationships in the telecommunications industry, (ii) initially build-out its network systems in its markets that the Company believes are presently underserved or in which it can gain a competitive advantage, (iii) employ Code Division Multiple Access ("CDMA") technology in its PCS networks and (iv) offer value-added wireless products and services as well as mobile and local services on a single platform.

Leverage relationships

The Company believes its targeting of selected markets for the initial build out of its network systems will permit it to serve approximately 70% of the population located in such markets as well as the principal transportation fairways located therein. The Company estimates that the build out of all of its PCS networks will take approximately 14 to 18 months following the commencement of construction, with costs estimated to range from \$200,000,000 to \$250,000,000. There can be no assurance that the Company will ultimately build out its PCS networks or, if constructed, that the related costs will not exceed the Company's estimate. See "Risk Factors - PCS Network Construction and Implementation Risks."

The Company is presently in negotiations with QUALCOMM Incorporated ("QUALCOMM"), a leading manufacturer of CDMA-based PCS equipment, in respect of a proposed (i) \$238,000,000 equipment loan facility (the "Equipment Loan Facility"), (ii) \$40,000,000 working capital facility (the "Working Capital Facilities") and (iii) \$20,000,000 equity investment in PCS Plus Holdings Corporation (the "Equity Investment"). In addition, the Company is presently in negotiations with QUALCOMM in respect of a proposed purchase and supply agreement (the "Supply Agreement" and, together with the Credit Facilities and Equity Investment, the "QUALCOMM Transactions"), pursuant to which the Company intends to purchase from QUALCOMM substantially all of its infrastructure equipment and related equipment and services in connection with the construction of its PCS networks. However, there can be no assurance that the QUALCOMM Transactions will be consummated and, if consummated, that they will be consummated upon the terms described herein. See "Risk Factors - Uncertainty of Consummation of QUALCOMM Transactions."

Qualcomm research?  
track record  
- Eq loan  
- Wkg cap  
- equity inv.  
- Supply agmt

Along with QUALCOMM, the Company intends to leverage its relationship with GST Telecommunications Inc. ("GST"), a publicly-held, full service telecommunications company with commercially operational networks and networks under construction located in many of the Company's markets. To this end, the Company has entered into a 12-year reseller agreement with GST (the "Reseller Agreement"), providing for, among other things, that (i) GST will serve as a non-exclusive reseller of PCS minutes in the markets in which the Company has obtained licenses and (ii) [where technically and economically feasible,] the Company will utilize GST [on an exclusive basis] to provide switched local and long distance services as well as other enhanced telecommunications services to all of the Company's resellers located in markets in which GST has commercially operational networks. Additionally, the Company and GST are presently negotiating a preferred provider agreement (the "Preferred Provider Agreement"), pursuant to which the Company and GST will [purchase certain products and

GST  
- reseller agmt  
- switched L/D

preferred provider agmt

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services from each other at preferred rates.] See "Business - Strategy" and "Certain Transactions."

The Company was formed on December [ ], 1997 as a proposed holding company for PCS Plus, Inc., a Delaware corporation ("PCS Plus"), which will be the surviving entity of a proposed merger (the "Merger") with Magnacom Wireless, L.L.C., a Delaware limited liability company ("Magnacom"), and the owner of 24 of the Company's personal communications service ("PCS") licenses. The Merger and the Reorganization (as hereinafter defined) are each subject to the prior approval of the Federal Communications Commission (the "FCC"). See "Risk Factors - Proposed Reorganization Subject to FCC Approval."

Magnacom was the winning bidder for five (5) Megahertz (MHz) C-Block PCS licenses and 13 (13) F-Block PCS licenses in the C-Block reauction and F-Block auction held by the FCC and ending in July 1996 and January 1997, respectively. These licenses grant the Company the right to develop and operate PCS networks in 18 markets located in Arizona, Hawaii, Idaho, New Mexico, Oregon and Washington. The FCC has granted the Company the five C-Block licenses [and the grant of the 13 F-Block licenses is subject to FCC approval. There can be no assurance that the Company will ultimately be awarded the F-Block licenses. See "Risk Factors - Uncertainty of Final Award of F-Block Licenses."]

On February 13, 1997, a subsidiary of the Company, PCS Plus Pacific, Inc. ("PCS Plus Pacific"), acquired from Poka Lambro Telephone Cooperative, Inc. ("Poka Lambro") one (1) 30 MHz A-Block PCS license. This license grants the Company the right to develop and operate a PCS network in one market consisting of Guam and the Northern Mariana Islands. The Company believes that this market is attractive because of its outstanding connectivity with the continental United States and Hawaiian Islands as well as demographics that would suggest higher than average use of wireless telephony.

On October 16, 1997, PCS purchased from Telecom Wrap-Up, L.L.C. (formerly known as PCS Plus, L.L.C., an Arizona limited liability company) ("Telecom Wrap-Up"), six additional C-Block PCS licenses. These licenses grant the Company the right to develop and operate PCS networks in six markets located in Arkansas, New Mexico and Utah.

The aggregate cost of the Company's 25 PCS licenses [(including the 13 F-Block licenses subject to FCC approval)] was \$134,387,749, after a 25% bidding credit provided by the FCC in the case of the C- and F-Block licenses. 90% and 80% of the cost of the C- and F-Block licenses, respectively, (or \$107,948,475 and \$11,098,400, respectively) will be financed over ten years by the U.S. government (the "Government Financing"), with payment of interest only during the first six and first two years in the case of the C- and F-Block licenses, respectively. The Company will require significant additional financing to satisfy its obligations under the Government Financing and there can be no assurance that additional financing will be available to the Company or, if available, that it can be obtained on terms acceptable to the Company. See "Risk Factors - Development Stage Company; Historical and Expected Future Operating Losses; - Substantial Debt Obligations to the U.S. Government" and "- Ability to Service Debt; Substantial Leverage; Significant Capital Requirements; Restrictive Covenants."

*Magnacom  
PCS + merge  
Magnacom will  
own 1: class*

*Magnacom  
successful bidder  
(defunct later  
than GS?)  
24?*

*Govt  
financing*

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FROM: DANIEL J. GALLAGHER

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## The Offering

Number of Shares Offered: [ ].

Minimum Subscription: [ ] Shares.

Offering Price: [ ] per Share.

Date of Issuance: The Shares will be issued upon the acceptance of subscriptions for not less than [ ] Shares at which time an initial closing (the "Initial Closing") will take place. Thereafter, subscriptions for Shares may be accepted at one or more additional closings until the Termination Date (as hereinafter defined). This Offering will terminate on [ ], 1998, unless extended to [ ], 1998 (the "Termination Date"). See "Subscription Procedure."

Use of Proceeds: The Company intends to use the net proceeds of the offering to fund pre-construction activities related to its PCS networks, with the balance, if any, to be used for working capital and general corporate purposes. See "Use of Proceeds."

Plan of Distribution: The Shares are being offered and sold by the Company in reliance upon an exemption from the registration requirements of the Securities Act, and only to "Accredited Investors" as defined in Regulation D under the Securities Act. The Shares will be restricted securities under the Securities Act. See "Plan of Distribution."

Common Stock Outstanding: Prior to the Offering: [ ] shares of Class A Common Stock and [ ] shares of Class B Common Stock.

After the Offering: [ ] shares of Class A Common Stock and [ ] shares of Class B Common Stock. See "Description of Securities - Common Stock."

Risk Factors: Investment in the Shares offered hereby involves a high degree of risk including a total loss of such investment. See "Risk Factors."

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**RISK FACTORS**

*The Shares offered hereby are speculative in nature and involve a high degree of risk. Prospective investors should be in a position to risk the loss of their entire investment. Accordingly, in addition to the other information in this Memorandum, the following risk factors should be considered carefully in evaluating an investment in the Shares offered hereby.*

**Proposed Reorganization Subject to FCC Approval**

The Company is intended to be a holding company with limited assets of its own that will conduct its business through subsidiaries. The Company has recently sought FCC approval of a proposed reorganization (the "Reorganization") whereby (i) PCS Plus Holdings Corporation shall be the sole stockholder of PCS Plus, (ii) PCS Plus shall be the surviving entity of a merger with Magnacom and (iii) PCS Plus shall be the sole stockholder of PCS Plus Pacific and four newly-formed subsidiaries, which shall, in turn, hold the Company's PCS licenses. Although the Company believes that the FCC will approve the Reorganization, there can be no assurance that the FCC will ultimately take such action, or if taken, do so in a timely fashion. If the FCC should withhold its approval of the Reorganization, this would have a material adverse effect on the Company and purchasers of the Shares could lose their entire investment.

**Uncertainty of Consummation of QUALCOMM Transactions**

The Company is presently in negotiations with QUALCOMM in respect of the QUALCOMM Transactions, pursuant to which the Company intends to finance its acquisition of, and purchase from QUALCOMM, substantially all of its infrastructure equipment and related equipment and services in connection with the construction of its PCS networks. There can be no assurance that the QUALCOMM Transactions will be consummated and, if consummated, that they will be consummated upon the terms described herein. Any failure to consummate the QUALCOMM Transactions will have a material adverse effect on the Company's business, results of operations and financial condition.

**Development Stage Company; Historical and Expected Future Operating Losses**

The Company is at an early stage of development and has no operating history. Consequently, the Company does not have any meaningful historical financial information upon which a prospective investor could evaluate an investment in the Shares. The Company has incurred cumulative net losses through December 31, 1997 of approximately \$[ ] million. These losses arose primarily from interest expense on loans for organizational and start-up activities and the Company's acquisition of PCS licenses in the C- and F-Block auctions.

The Company is subject to all of the risks associated with a start-up company. As such, no assurance can be given as to the timing and extent of revenues and expenses, or the Company's ability to successfully manage all the tasks associated with developing and maintaining a successful enterprise. Any failure by management to guide and control growth effectively, which includes implementing adequate systems, procedures and controls in a timely manner, could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company believes that its future operating results over both the short and long term will be subject to annual and quarterly fluctuations due to several factors, some of which are outside the control of the Company. These factors include the significant cost of building the PCS networks (including any unanticipated costs associated therewith), fluctuating market demand for the Company's services, establishment of a market for PCS, pricing strategies for competitive services, delays in the introduction of the Company's services, new offerings of competitive services, changes in the regulatory environment, the

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